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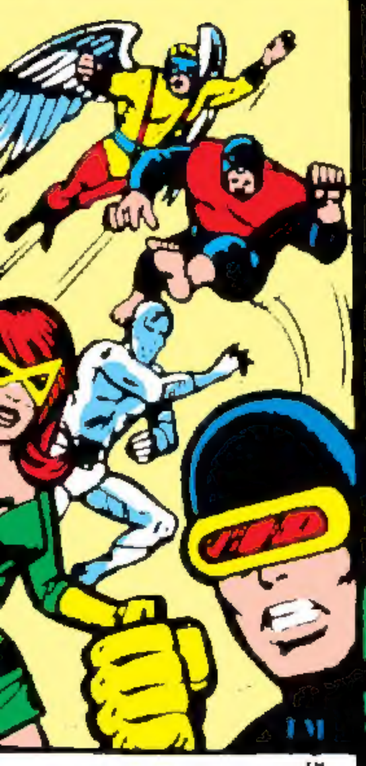

MARVEL COMICS GROUP

X-MEN

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TWILIGHT OF THE MUTANTS!

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THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!!

THE X-MEN™ in "TWILIGHT OF THE MUTANTS!"

CYCLOPS

MARVEL GIRL

ANGEL

ICEMAN

BEAST

THE INVADER---HE WHO CALLS HIMSELF ***ERIK THE RED***--- HAS CRACKED OUR OUTER DEFENSES! AND WITH OUR GLORIOUS LEADER, ***MAGNETO,*** A TEMPORARY INVALID---

---WE CANNOT PERMIT THE INTRUDER ANOTHER STEP ***FORWARD!*** THIS MENACE TO OUR NOBLE MUTANT LORD MUST BE--- ***DESTROYED!***

PERHAPS, BOASTFUL ONE, YOU HAVE NEVER ***READ*** THAT MOST PRACTICAL RECIPE FOR ROAST CHICKEN WHICH BEGINS ---***FIRST,*** CATCH A CHICKEN!

THE RECIPE FOR THIS DELECTABLE DISH!
TAKE ONE WELL-SEASONED EDITOR-- ***STAN LEE***
AND ONE HALF-BAKED WRITER---***ARNOLD DRAKE***
SPRINKLE LIBERALLY WITH ART BY---***DON HECK***
and WERNER ROTH
STIR IN A GENEROUS AMOUNT OF INKING BY..***JOHN TARTAGLIONE***
COVER THE WHOLE MESS WITH LETTERING BY..
SAM ROSEN!

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NOW WE SHALL SEE WHO IS THE *HUNTED* ...AND WHO THE *HUNTER!* OBSERVE...

...AS YOUR DREAM OF CONQUEST *BEATS* ITSELF AGAINST THE WALL OF REALITY!

BWACK!

EEYOWFF!

ENOUGH!

ATTACK! ONE AT A TIME OR IN UNISON! USE ANY METHOD AND ALL WEAPONS AT YOUR COMMAND! BUT... *HE...MUST... NOT..PREVAIL!*

TOO LATE, DREAMER! AS YOU SEE, YOUR ILLUSION *SHATTERS* INTO TEN THOUSAND PIECES---BEFORE YOUR EYES! AND IF THAT IS NOT PROOF ENOUGH---

CRRACK!

BA-WA-WAM!

...SEE HOW THEY FALL BEFORE MY *OWN* MUTANT MIGHT... IN *WHOLESALE LOTS!*

FOOL! YOU ARE OUT-NUMBERED ONE HUNDRED-FOLD! AND I AM MESMERO!

WHEN I RESORT TO MY OWN PSYCHIC SUPER-POWERS, YOU ARE DOOMED, WRETCHED ONE!

YOUR LOGIC DOES NOT ESCAPE ME! I CAN NOT DESTROY YOU ONE BY ONE, BUT... I CAN BRING YOUR ENTIRE UNDERGROUND NEST DOWN AROUND YOUR EARS!

STAND YOUR GROUND, SOLDIERS OF MAGNETO! OUR OWN SUPERNATURAL POWERS CAN TURN BACK THIS DISASTER!

A SINGLE SHOT OF MUTANT ENERGY, WELL AIMED, BEGINS A WILD CHAIN REACTION---

CRACK!

KWOOM!

RUM-BUM-BOOM!

NO! WE HAVE WAITED TOO LONG! THE DIE IS CAST! THERE IS NOUGHT TO DO BUT...

KROOOOM!

RUN FOR YOUR LIVES! IF WE DO NOT DIE AMID THE DEBRIS, OUR ESCAPE WILL STILL BE COMPLETELY SEALED! RUN! RUN!!!

MESMERO AND THE OTHER *LOYAL* TROOPS OF MAGNETO HAVE BEEN TRAPPED BY THE ONE CALLED ERIK THE RED! AND *NOW* HE APPROACHES THIS CHAMBER!

I AM CERTAIN *ICEMAN* DID NOT LIE TO ME WHEN HE SPOKE OF MAGNETO'S EVIL HISTORY! BUT, EVEN SO, I HAVE *LITTLE CHOICE* LEFT TO ME!

HIS GOAL IS *CLEAR*... TO OVERPOWER MAGNETO AND MAKE HIMSELF EMPEROR OF THE MUTANTS! I WISH MY *OWN* COURSE WERE AS CLEAR!

THE MAN IS MY *FATHER*! EVIL AS HE MAY BE, I CANNOT FORGET THAT *HIS* BLOOD RUNS IN *MY* VEINS! I MUST DEFEND MAGNETO WITH MY VERY *LIFE*!

STOP WHERE YOU ARE! I AM THE DAUGHTER OF MAGNETO! THE POWER THAT IS *HIS* IS ALSO MINE TO COMMAND!

ADVANCE ONE MORE STEP AND I SHALL HAVE TO *KILL* YOU! DO NOT MAKE ME DO THIS THING, ERIK THE RED! I WILL BE *TRULY* SORRY ...BUT YOU WILL BE NO LESS DEAD!

DO YOU THINK IT IS *THAT* SIMPLE TO TURN YOURSELF INTO A COLD-BLOODED KILLER? *NEVER MIND*--

--I DID NOT COME HERE TO *DEBATE* MORALITY! I HAVE SOMETHING IMPORTANT TO *TELL* YOU!

THEN SPEAK AT THIS *DISTANCE*! I HAVE GREATER FAITH IN THE SPACE THAT SEPARATES US THAN I DO IN YOUR *WORD*!

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THEN HEAR *THIS!* I HAVE NOT COME...

...TO MENACE MAGNETO! HE IS MY *INSPIRATION* AND PERSONAL IMAGE OF PERFECTION! I COME... TO *JOIN* HIM!

WHAT?!

I...I AM AT A *LOSS!* ALL THAT I CAN DO IS DISCUSS THIS WITH *MAGNETO* HIMSELF!

...THERE IT IS, FATHER! BUT THE QUESTION *REMAINS,* CAN WE TRUST HIM? OR...

...IS THIS SOME SORT OF *TRAP?*

NO! THE ONLY *VIABLE* QUESTION IS... HAVE WE ANY CHOICE? AND, HOBBLED AS I AM AT PRESENT, I SAY WE HAVE *NONE!* ACCEPT HIS WORD! AT THE VERY LEAST...IT SHALL BUY US *TIME!*

SO...MAGNETO HAS DECIDED TO *TRUST* ME! BUT WHAT OF YOU? IT SEEMS THAT YOU *STILL* HARBOR DEEP QUESTIONS ABOUT MY MOTIVES! WELL, BE THAT AS IT *MAY,* I MUST DEMAND...

...FULL ALLEGIANCE FROM *THIS* MOMENT FORWARD! NOT ALONE FROM YOU, BUT FROM THOSE MISERABLE FORCES THAT ARE *SEALED* IN THE OUTER CHAMBER!

UNTIL MAGNETO RECOVERS, *I* AM YOUR LEADER!

I WILL *ACCEPT* THAT! BUT AS FOR MESMERO...

HE WILL ACCEPT IT, *BELIEVE* ME! BETWEEN YOUR WORD... AND MY POWER... HE HAS NO *CHOICE!*

I HOPE YOU ARE *RIGHT,* ERIK! THERE HAS BEEN ENOUGH *BLOOD* SHED WITHIN THESE HALLS! I AM SICK WITH IT!

LET US *BEGIN,* THEN! FIRST, WE MUST FREE MESMERO AND HIS TROOPS FROM THEIR RUBBLE PRISON! THEN THE *NEW* CONDITIONS MUST BE MADE *CLEAR* TO HIM! THAT SHALL BE MY TASK... SO THAT IT IS DONE WITHOUT *ANGER!*

SO LONG AS HE KNOWS THAT *I* AM THE ONE WHO CALLS THE TUNE, I DON'T CARE *HOW* IT IS DONE! LEAD ON, *BEAUTEOUS LADY!*

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SHORTLY, AS THE TELEPATHIC MARVEL GIRL RECEIVES A MENTAL MESSAGE FROM CYCLOPS...

READY TO BEGIN OPERATION TWILIGHT! CONTACT THE OTHERS AND RENDEZVOUS AS PLANNED! MAINTAIN TIGHT SECURITY ALL THE WAY! GOOD LUCK, MARVEL GIRL!

ATTENTION, BEAST! CYKE ADVISES IT'S TWILIGHT TIME! DROP EVERYTHING AND REPORT TO PRE-ARRANGED RENDEZVOUS POINT!

I'M ON MY WAY, FAIR MAIDEN! I SHALL BE THERE IN THREE BOUNCES AND A SWOOSH! WHERE DEADLY DANGER MATERIALIZES, THERE GO I! WHICH MAKES ME EITHER ALL GUTS---OR PART NUTS!

DID YOU SEE THAT, MILDRED? A GUY FLYING UNDER THE BRIDGE! WITH WINGS YET!

HERMAN, HOW MANY TIMES HAVE I TOLD YOU NOT TO DRINK BEFORE DRIVING?

MESSAGE RECEIVED, MARVEL GIRL! ONE'LL GET YOU TEN THAT I CAN FLAP MY WAY THERE BEFORE YOU CAN LEVITATE YOURSELF! TALLY-HO, GIRL!

LATER, AS THE TRIO COMES TOGETHER WITH PRECISION TIMING...

HERE WE GO, X-PEOPLE! BUT IT SURE FEELS STRANGE PREPARING FOR BATTLE WITHOUT ICEMAN!

YES, BUT CYKE WAS RIGHT! ONCE BOBBY LEARNED THAT THE GIRL HE'D BECOME FOND OF WAS REALLY MAGNETO'S DAUGHTER, HE HAD TO BE RULED OFF THE CASE!

QUITE! SPLIT LOYALTY IS NOT CONDUCIVE TO TOTAL DEDICATION! BUT I WONDER WHERE THE LAD WENT AFTER HE SLAMMED OUT THE DOOR! AH WELL, NO TIME FOR SUCH CONJECTURE NOW!

...THERE CAN BE NO ***DISPUTING*** THIS POINT, MESMERO! UNTIL MY FATHER COMMANDS US AGAIN, ***ALL*** OF US SHALL OBEY ERIK THE RED!

IS ***THIS*** THE PAYMENT FOR THE TOTAL DEVOTION I LAVISHED UPON YOUR FATHER? AM I TO BE ***CAST ASIDE*** FOR THIS USURPER?

YET, IF MAGNETO SO COMMANDS, I HAVE ***NO CHOICE!*** FOR HE IS THE ***ONE*** TRUE ARCHITECT OF OUR DREAM OF DOMINATION!

YOU ARE ***WISE*** TO ACCEPT THIS FATE! NOW LEAD YOUR MEN IN A SCOUTING EXPEDITION OF THE OUTLYING AREAS! THE X-MEN WILL SURELY RETURN---AND WE MUST BE ON ***TOTAL GUARD!***

IT SHALL BE DONE! BUT DO NOT MISTAKE MY FIDELITY TO ***MAGNETO*** FOR FEAR OF ***YOU!***

WHEN THIS EMERGENCY HAS RUN ITS COURSE, YOU AND I SHALL PUT THIS ISSUE TO REST...THROUGH ***DEADLIEST*** COMBAT!

I AM NOT SATISFIED WITH HIS DECLARATION OF ***DEVOTION*** TO MAGNETO! IT IS BEST THAT I KEEP HIM UNDER CLOSE SURVEILLANCE!

DO WHAT YOU THINK ***BEST!*** I WILL REMAIN WITH MY FATHER AS HIS LAST LINE OF DEFENSE! ERIK...BE ***CAREFUL!***

WHY DO I SENSE THAT HE IS ***UNLIKE*** THE OTHERS OF THIS BAND? HE DOESN'T EXHUDE THE STRANGE EVIL VIBRATIONS THAT EVEN MY NEW-FOUND ***FATHER*** TRANSMITS!

RECOGNIZE THIS ***FINITE TRUTH,*** MY DAUGHTER! ***NEITHER*** IS WORTHY OF OUR TRUST! HENCEFORTH, YOU AND I CAN TRUST ONLY ONE ANOTHER! THAT IS OUR FATE ---TO RULE THE WORLD IN ***LONELY SUPREMACY!***

IS ***THAT*** WHAT I HAVE TO LOOK FORWARD TO UNTIL THE END OF TIME...A LOVELESS LIFE OF IMPERIOUS ***SWAY*** BESIDE THIS STRANGE MAN?

BE CAREFUL, MY CHILD... FOR I AM AWARE OF YOUR MOST ***SECRET*** MUSINGS!

THERE THEY GO... MESMERO AND HIS ***FUN-LOVING COBRAS!*** NOW'S OUR CHANCE! WE CAN...

...FINISH THEM ***OFF*** RIGHT NOW ...BEFORE THEY KNOW WHAT'S ***HIT*** THEM! LET'S GO, FRIENDS!

NO! CYCLOPS WORKED OUT THIS OPERATION TO THE ***LAST DETAIL!*** WE'LL STICK TO THAT SCHEDULE!

HOLD! WHO *DARES* INVADE THE SACRED LAIR OF THE ALL-POWERFUL *MAGNETO?*

YIIII! WE'VE BEEN SPOTTED! PREPARE FOR *ATTACK!*

WHO *IS* IT? FIGURE IN THE SHADOWS! CAN'T MAKE HIM *OUT!*

LOOK *AGAIN,* CHUM! YOU'VE GOT A *SMALL SURPRISE* COMING!

SACRE BLEU! OUR NOBLE COMRADE IN ARMS!

THE ONE..THE ONLY...THE *ORIGINAL...*

CYCLOPS! OH, IT'S SO GOOD TO SEE YOU! YOU DID IT... YOU INFILTRATED THE HEART OF THE EVIL MUTANT'S *OPERATION!*

EVEN BETTER! I *TOOK OVER* THE WHOLE MOB ...TEMPORARILY, AT LEAST!

ALL RIGHT, ANGEL... YOU KNOW WHAT TO DO! LET'S GET OUR *SPIDER'S WEB* READY FOR MESMERO'S *FLIES!*

YOU *BET!* AND I BROUGHT JUST THE RIGHT *THREAD* FOR THAT WEB JOB!

THIS REEL OF *COPPER TAPE,* PROPERLY LINED ALONG THE FLOOR, IT BECOMES A *PART* OF THE FLOOR DESIGN!

BUT, THIS DANDY CONDUCTOR OF ELECTRICITY IS THERE FOR *MORE* THAN INTERIOR DECORATING PURPOSES, EH?

AND ONCE THEY'RE DISPOSED OF, THE WORLD WILL BE RID OF ITS *WORST THREAT* SINCE THE BUBONIC PLAGUE!

WHEN THE UNSUSPECTING MESMERO AND HIS MEN RETURN, 1,000 VOLTS OF *ELECTRICITY* WILL COURSE THROUGH THAT *INNOCENT-LOOKING* FLOOR DESIGN!

I LIKE THE *IRONY* OF BAGGING THESE MISERABLE MISFITS WITH THEIR *OWN*, HOUSE CURRENT!

HOLD IT! I HEAR THEM APPROACHING! HERE IT... *GOES!*

BUT THE FEET PRODUCING THAT APPROACHING SOUND, THOUGH UNSEEN BY THE X-MEN, BEAR A *FAMILIAR FORM*...

WAIT TILL THE *OTHERS* HEAR WHAT I LEARNED ABOUT *LORNA* IN HER HOME TOWN! ESPECIALLY CYKE... HE'LL REALLY *EAT CROW!*

HANK! DO *YOU* SEE WHAT *I* SEE! TELL ME I'M *WRONG*, BUDDY!

I CAN'T... BECAUSE IT'S *TRUE!* THAT'S NOT MESMERO... IT'S *BOBBY* HIMSELF! CYKE... STOP! DON'T PULL THAT *SWITCH!*

CRAZZZ!

EYAAA!

CYKE *CUT* THE POWER THE MOMENT BOBBY HIT THE COPPER TAPE, SO THE, IMPACT WAS *REDUCED!*

BUT HE STILL TOOK A PRETTY GOOD *JOLT!* A KID WHO WASN'T IN TOP CONDITION WOULD HAVE BEEN *FINISHED* BY IT!

SUDDENLY...

WHAT IN THE...?!

THE POWER SUPPLY... IT'S BEEN *BLASTED!*

CRACK!

AND, UNLESS I MISS MY GUESS, THAT WAS RADIO ENERGY... *MUTANT POWER!* THAT CAN ONLY MEAN...

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YOU WERE **ABOUT** TO GUESS QUITE ACCURATELY...IT IS I... **MESMERO!** AND I HAVE **SEEN** THE TRAP WHICH YOU LAID FOR ME---

...CATCH YOUR **OWN COHORT** IN ITS HIGH-VOLTAGE CLAWS! AND NOW I KNOW WHAT I SHOULD HAVE SUSPECTED FROM THE START--- ERIK THE RED IS THE **INFERNAL CYCLOPS**---LEADER OF THE X-MEN!

A LOT OF **GOOD** THAT WILL DO YOU, CREEP! WATCH CLOSELY WHILE I WIPE THE FLOOR WITH YOUR BOYS...AND **YOU!**

QUICK, BEAST--- GET ICEMAN TO **SAFETY!** I'LL HOLD THEM OFF!

KOOOSH!

THEY'VE RUN IN REINFORCEMENTS! BUT **I'LL** PUT A RING OF PSYCHIC ENERGY AROUND THEM UNTIL YOU'RE **OUT OF RANGE,** BEAST!

THANK YOU **KINDLY,** MA'AM!

CRACK!

DON'T WASTE YOUR SHOTS **NOW,** FELLOWS! I'LL BE BACK IN A MOMENT, AS SOON AS MY FRIEND IS **SAFE** AND **SOUND!**

THEN WE CAN ALL HAVE A **GAY GAVOTTE**...DANCING IN FULL ABANDON TO A TUNE WHICH I SHALL **PLAY** UPON YOUR SKULLS--- WITH **BOTH FEET!**

THE BIRD MAN WILL NOT FLY *HALF* SO WELL WHEN HE MUST CARRY US *WITH* HIM!

AYE! LET US SEE HOW THE EAGLE SOARS WITH *LEADEN WINGS!*

THEY'RE NOT FAR FROM WRONG! BUT THE *ONLY* WAY TO STOP THESE GUYS IS TO KAYO *MESMERO!* THAT'S THE TICKET!

SHOT OF MUTANT ENERGY...SEARING RIGHT *THROUGH* ME! MESMERO...STRUCK *FIRST!*

EEYAAA!

COUNT *AGAIN,* MESSIE! ANGEL WILL STILL BE DODGING DO-BADDERS WHEN YOU'RE *CHIEF STOKER* IN THE DEVIL'S BOILER ROOM!

KA-THUMP!

AARGH!

BAWUUUM!

YOUR BODY CAN NOT *LONG* STAND THE IMPACT OF RAW MUTANT ENERGY! THIS IS YOUR *FINAL MOMENT,* ANGEL!

LET US SEE HOW BRASH YOU ARE AS ALL THE FIRES OF VULCAN SEEK YOUR *BRAIN!*

TWO CAN PLAY THAT GAME, MESMERO! AND THE BLADE EDGE OF MY *THOUGHT WAVES!*

GRZZZ

WAIT! THAT ENERGY CANNON... GOT TO KNOCK IT OUT BEFORE THEY CAN PUT IT INTO ACTION!

HERE IT IS, GENTLEMEN... A PERSONAL MOMENTO FROM CYCLOPS... ALIAS ERIK THE RED!

WHUH! WHUH! WHUH! WHUH!

WHUROOM!

I GUESS THIS IS WHERE IT'S AT... FINALLY! A PERSONAL DUEL OF POWERS BETWEEN YOU AND ME, MESMERO!

SPARE YOURSELF, WOMAN! EVEN IF MY MUTANT MASTERY COULD NOT UNDO YOU, MY LOYAL TROOPS WOULD!

THINK AGAIN! DO YOU FIGURE THAT BEAST AND THE OTHERS ARE SITTING ON THEIR HANDS RIGHT NOW!

THEY CAN NO MORE OVERCOME MY TROOPS THAN YOU CAN ESCAPE YOUR PRESENT FATE!

YOUR OWN LITTLE BODY-BUILDING BUREAU, EH, CHUMS?

HOW CONVENIENT! I HAVEN'T MADE IT TO THE GYM ALL WEEK! AND THE BEST PART...

WOMP!

YOEF!

...IS HAVING THIS VOLUNTEER SQUAD OF PUNCHING BAGS! YOU SURE KNOW HOW TO TREAT A GUEST!

BEHOLD, MY CHILD! ***ALL*** THESE YEARS OF CAREFUL PLANNING AND TRAINING...

...THREATENED BY MY MORTAL ENEMIES ...THE ***X-MEN!***

THEY WILL NOT REST UNTIL ***I*** AM UNDONE, AS WELL! AND ONLY ***YOU*** CAN PREVENT THAT!

HOW SAY YOU THEN, GIRL? WILL YOU LET ME BE TURNED INTO ***DRIEST DUST?***

I..I..I HAVE ***NO*** CHOICE! I..I WILL DRIVE OFF THE X-MEN, FATHER!

HOW COULD I SAY OTHERWISE? ***WHATEVER*** THE MAN IS...PROPHET OR MANIAC...HE IS ***STILL*** MY FLESH AND BLOOD! THE GENES WE SHARE COMMAND ME MORE THAN ***LAWS*** AND ETHICS!

LORNA! WAIT! YOU'VE BEEN ***TRICKED!*** I CAN PROVE IT!

ICE MAN! AND YOU'RE ***BOBBY*** AS WELL, AREN'T YOU?

BUT YOU'RE SO PALE AND WEAKENED? WHAT'VE THEY ***DONE*** TO YOU?

IT'S A LONG STORY.. BUT IT WILL WAIT! I WENT TO YOUR HOME! QUESTIONED YOUR... ***FOLKS!*** READ THE NEWSPAPER FILES!

THE NEWSPAPERS? BUT WHY? AND YOU ***KNOW*** NOW THAT THEY'RE NOT MY ***REAL*** PARENTS!

THAT'S RIGHT! BUT NEITHER IS ***MAGNETO!*** HE'S CONNED YOU!

WHAT?!

I KID YOU ***NOT!*** YOUR PARENTS WERE KILLED IN A PLANE CRASH ONLY ***WEEKS*** AFTER YOU WERE BORN! YOUR FATHER'S SISTER AND HER HUSBAND...

..BROUGHT YOU UP! BUT THEY WERE ***AFRAID*** YOU'D BE HUNG UP WHEN YOU LEARNED YOU WERE ADOPTED SO THEY ***NEVER*** TOLD YOU! MAGNETO SPOTTED YOUR MUTANT POWERS...

...AND WHEN HE SNIFFED OUT YOUR ***TRUE*** STORY, HE SET OUT TO CONVINCE YOU THAT YOU WERE ***HIS*** DAUGHTER! I'VE GOT AFFIDAVITS TO SUPPORT IT ALL!

WAIT! WHERE ARE YOU GOING? ***COME BACK!***

NO! I'VE GOT A SCORE TO SETTLE WITH MESMERO AND MY...***DARLING DAD!***

THEN I'M ***NOT*** THE QUEEN OF THOSE TWISTED BEINGS?

HOW ***COULD*** YOU BE, SWEETHEART? THERE'S NOT AN EVIL BONE ***IN*** YOU!

OH, BOBBY! YOU'VE LIFTED SUCH A CRUSHING ***STONE*** FROM MY SOUL!

MY COMPATRIOTS, I DO BELIEVE OUR BACKS ARE LITERALLY TO THE WALL! THAT LEAVES US BUT ONE OPTION... FIGHT!

WE DON'T EVEN HAVE THAT OUT! LOOK! THEY'VE GOT A GUN TO ANGEL'S HEAD!

PRECISELY, CYCLOPS! AND WE HAVE NO COMPUNCTIONS ABOUT USING IT IF YOU REFUSE TO CLEAR OUT OF HERE!

MORE THAN THAT-- I SAY WE USE IT ON HIM, WHETHER THEY RETREAT OR NOT!

BUT, IN ONE BLINDING INSTANT, THE TABLES ARE AMAZINGLY TURNED--

CKZZZ

A MOMENT LATER, IN THE EMPTY CHAMBERS OF *MAGNETO* HIMSELF...

TOO *LATE*, LOLLIPOPS! MAGNETO'S DONE A *DISAPPEARING* ACT! AND...LISTEN! A *TAPED MESSAGE!*

FAREWELL, MY *NOBLE* ADVERSARIES! ONCE MORE I HAVE MADE THE CRUCIAL ERROR OF UNDERRATING YOUR *RESOURCEFULNESS!* BUT, I PROMISE YOU IT SHALL *NOT* HAPPEN AGAIN! FOR...IN SIXTY SECONDS...YOU WILL BE BLOWN TO *KING-DOM COME!*

THAT'S ABOUT THE *OLDEST* TRICK IN THE BOOKS! HE BLUFFS US INTO CLEARING OUT OF HERE... WHILE HE WAITS OUTSIDE WITH A FISTFUL OF *TNT!*

NO! HE *DID* MINE THIS ENTIRE PLACE! I CAN *SENSE* IT! MENTAL VIBRATIONS REMAIN IN THE ROOM! *RUN...ALL OF YOU!*

BATWOOM!

OKAY, JEAN... OUR HATS ARE OFF TO YOUR *MENTAL MAGIC!* WITHOUT IT...OUR *HEADS* WOULD BE OFF!

IF YOU'RE *RIGHT*, MARVELOUS MISS, YOU'RE SAVING OUR SKINS! BUT IF YOU'RE *WRONG*... WE'RE RUNNING STRAIGHT INTO MAGNETO'S *TRAP!*

REGARD OUR INVALIDED CONFRERE! HE HAS AN *IMPRESSIVE* TALENT FOR CHOOSING BEAUTIFUL *NURSES!*

COMPETENT ONES, TOO, HANK! HE'S RECOVERING *VERY* QUICKLY!

FROM HERE ON, I EXPECT SEVERAL MINOR *RELAPSES!*

THIS IS ONE PARTICULAR CONVALESCENCE THAT I'M *NOT* GOING TO HURRY! IT'S TOO DARN MUCH *FUN*... RIGHT, LORNA?

RIGHT! NOW HOW ABOUT SOME MORE *MUSCULAR THERAPY*...AT THE *FRISKOTEQUE?!*

GATHER YE ROSEBUDS *WHILE YE MAY*, X-MEN! FOR, IN A SHORT WHILE, THE CRY WILL RING FORTH... *"CYCLOPS...WANTED, DEAD OR ALIVE!"*

THE ORIGINS OF THE UNCANNY X-MEN!

THE CRIMES OF THE CONQUISTADOR!

EEYAAAAH!

YES, HENRY McCOY, YOU NEATLY *OVERCAME* MY BAND OF SKILLED WARRIORS ---AN AMAZING *FEAT* FOR ONE SO YOUNG!

BUT NOW YOU MUST FACE ONE WHOSE POWER AND COURAGE *MORE* THAN EQUAL YOUR OWN! HERE...FEEL THE WRATHFUL STING OF MY ELECTRONIC GENIUS! I, WHOM ONE DAY ALL MEN SHALL CALL...*EL CONQUISTADOR!*

IT'S LIKE TEN THOUSAND HOT KNIVES SLASHING THROUGH MY ENTIRE *BODY!* CAN'T HOLD OUT AGAINST...

...SUCH INCREDIBLE *PAIN!* ANOTHER MOMENT AND MY NATURAL DEFENSES WILL RENDER ME *UNCONSCIOUS* BUT---WHY ME? WHAT DOES THIS WEIRD WARRIOR WANT WITH---*ME?*

PRODUCED BY: ..... EL MAGNIFICO **LEE**
WRITTEN BY: ..... EL PROLIFICO **DRAKE**
DRAWN BY: ..... EL TERRIFICO **ROTH**
INKED BY: ...EL GIGANTICO **VERPOORTEN**
LETTERED BY: ..... HIEROGLYPHICO **ROSEN**

THEN, WITH THE YOUTHFUL MUTANT HIS CAPTIVE, ***THE CONQUISTADOR*** RETURNS TO HIS STRANGE HEAD-QUARTERS---

THIS ABANDONED POWER STATION HAS SERVED US ***WELL,*** BOTH AS A HIDEOUT AND AS A ***POWER SOURCE*** FOR---

---MY ***ELECTRONIC ARSENAL!*** BUT THIS BOY SHALL NOW RENDER UNTO ME MORE MOBILE POWER THAN ANY MAN HAS EVER ***KNOWN!***

THERE EXISTS, UNDER HIGHEST GOVERNMENT ***SECURITY,*** A DEVICE THAT CAN SUPPLY...

---FANTASTIC AMOUNTS OF ***ELECTRIC ENERGY*** WITHIN ASTOUNDING LIMITS OF ***SPACE*** AND ***WEIGHT!*** YOU MY BOY, SHALL---

SNAP!

---***SUPPLY*** ME WITH THAT MINIATURIZED POWER PLANT!

NOT ON YOUR ***LIFE!*** WITH THAT KIND OF MOBILE ENERGY TO POWER YOUR ELECTRONIC WEAPONS...

NOTHING COULD ***RESTRAIN*** YOUR GREED AND YOUR EVIL! GET YOURSELF ANOTHER ***PATSY!***

I WAS CERTAIN THAT YOU WOULD ***ANSWER*** THUS! AND I AM FULLY PREPARED TO CHANGE YOUR ***MIND!*** OBSERVE AS I TURN ON THIS TV MONITOR!

NOTHING CAN--***NO!*** IT...IT'S MOM AND DAD! YOU'VE GOT THEM CAPTIVE SOMEWHERE! HOSTAGES AGAINST MY ***YES OR NO!***

PRECISELY... AND SO NEATLY ***PHRASED!*** NOW PERHAPS YOU REALIZE THE FULL ***PERIL*** THAT FACES YOU, MY BOY!

AND, AT THE HEADQUARTERS OF A UNIQUE AND NEWLY-FORMED **GROUP**...

YOU MEAN THAT MUTANT KID AND HIS FOLKS ALL **VANISHED**? BUT WHO ELSE BESIDE PROFESSOR XAVIER KNEW...

...**SHHHHH!** THE PROFESSOR IS GETTING SOME KIND OF **CEREBRAL SIGNAL!** IT MAY BE THE BOY--**HANK McCOY!**

IT **IS!** BUT IT'S QUITE FEEBLE! THE LAD IS IN **TROUBLE**, ALL RIGHT! SOMETHING TO DO WITH HIS PARENTS!

IF I COULD PULL A SHARP **DIRECTIONAL** INDICATION, I COULD SEND YOU TO WHEREVER HE **IS!**

BUT THE SIGNAL'S TOO **WEAK** FOR THAT! HOWEVER...

...I'VE BEEN WORKING ON AN ELECTRONIC **BRAIN WAVE** DETECTOR...FAR MORE SENSITIVE THAN MY **OWN** NATURAL ABILITIES!

IT'S STILL **TOP SECURITY**, THOUGH! SO YOU THREE REMAIN HERE WHILE I SEE IF **THAT** CAN TELL US THE BOY'S WHEREABOUTS!

IMAGINE...A ROBOT BRAIN PICKER! **NOTHIN'S** SACRED ANY MORE!

THIS IS IT... **CEREBRO!** RATHER CRUDE, IN THIS FIRST STAGE OF PERFECTION! BUT IT **WORKS!** AND IT...

...IS BEGINNING TO PICK UP A MUTANT **BRAIN PATTERN** ANSWERING THE DESCRIPTION OF McCOY'S!

ATTENTION!

IT'S THE PROFESSOR...A **MENTAL MESSAGE!**

I HAVE **POSITIVELY** LOCATED THE BOY! YOU WILL PREPARE FOR **IMMEDIATE ACTION!**

NOW I WILL *OUTLINE* THE JOB YOU MUST DO! I *KNOW* YOU WILL LEARN IT QUICKLY...

...FOR YOUR DECISION TO JOIN ME *PROVED* YOU WERE A LAD *WISE* BEYOND YOUR YEARS!

ALL IT PROVED IS THAT YOU'VE GOT A *HAMMER* HANGING OVER MY *CRANIUM*, MY FELONIOUS FRIEND!

THIS IS THE *FIRST TIME* THEY'VE USED GOVERNMENT TROOPS TO GUARD THIS LAB! WHAT'S *UP*, OFFICER?

THEY'VE GOT AN EXPERIMENTAL *NUCLEAR REACTOR* IN THERE THAT LOTS OF FOLKS WOULD GIVE THEIR EYE-TEETH FOR! BUT THEY'LL *NEVER* GET IN HERE!

NO *ORDINARY* HUMAN MIGHT BE ABLE TO, TRUE! BUT WHAT ABOUT ONE LIKE.....THIS?

FWOOSH!

THERE'S NO *DOOR* HERE AND NO WINDOW IN THIS WALL LESS THAN *TWENTY FEET UP!* SO THEY LEFT IT UNGUARDED!

THE CONQUISTADOR KNEW THIS WAS THE CLEVEREST INGRESS... IF YOU FOUND A BOY WHO COULD *CLIMB* LIKE AN *APE*... NAMELY *ME!*

AHHHH! *THERE'S* THE SUPER GIZMO! ALL I HAVE TO DO IS STEAL THAT...AND HE RELEASES MY *PARENTS!*

AND THEN THE CONQUISTADOR HAS MORE POWER THAN *IVAN THE TERRIBLE!* AND I'LL HAVE *GIVEN* IT TO HIM!

CAREFULLY, NOW... DON'T WANT TO UPSET ANY *SONIC DETECTORS* OR... *OH-OH!* TOO LATE! THEY HAD A CIRCLE OF INVISIBLE *ELECTRIC EYES!*

CLANG!

CLANG!

CLANG!

CLANG!

HALT! PUT THAT BACK OR WE'LL OPEN FIRE-- *TO KILL!*

THEY MEAN BUSINESS! MUST BE UNDER *SPECIAL ORDERS!*

BUT *I'M* UNDER SPECIAL ORDERS, *TOO*...TO SAVE MY FOLKS!

FLUMP!
WUMP!
VWOOOSH!
BEG YOUR *PARDONS*, GENTLEMEN! BUT THIS CRUDE AND INHOSPITABLE MANNER OF MINE IS NEITHER *VOLUNTARY* NOR IN *TRUE CHARACTER!*
ZING!
BWEE!
IT APPEARS AS THOUGH THEY HAVEN'T THE SLIGHTEST PERSONAL *CONCERN* FOR ANY EXTENUATING CIRCUMSTANCES THAT MAY HAVE COMPELLED ME TO *COMMIT* THIS CRIMINAL ACT!
KAWUMP!
ALMOST *CLEAR*, NOW! JUST ONE GOOD BOUND OVER THAT FENCE AND---
OH-OH! *TRUCK* OVERTAKING ME! TRYING TO *CUT ME OFF!*
THEY'VE DONE IT...INTERPOSED THEMSELVES BETWEEN *ME* AND THE *FENCE!* BUT THEY DIDN'T FIGURE THIS ONE TOO *EXPERTLY!*
FABBWOOOSH!
D-D-DID YOU *SEE* THAT, J--J--JOE?
I *SAW*, TONY! BUT YOU'RE NOT GONNA GET ME TO *BELIEVE* IT, ANYWAY!
WELL DONE, LAD! WITH THIS SOURCE OF ENDLESS POWER TO FUEL MY ELECTRONIC INVENTIONS, I AM *INDOMITABLE!*
COULD YOU *COOL* YOUR RAPTUROUS MAUNDERINGS LONG ENOUGH TO *RELEASE* MY PARENTS... AS MUTUALLY AGREED?
SHUT YOUR *MOUTH*, BOY! YOUR PARENTS WILL *REMAIN* WHERE THEY ARE... INDEFINITELY--AS PERMANENT HOSTAGES AGAINST YOUR *REBELLIOUS SPIRIT!*
UNTIL YOU ARE NO FURTHER *USE* TO ME!

OKAY, YOUNG X-MEN! IF EVER THERE WAS A SITUATION THAT DEMANDED YOUR X-CEPTIONAL X-PERTISE, THIS IS *IT!* TRANSLATION: ***H-E-L-P!*** (NEXT ISH: *BEAST JOINS THE CLUB!*)